

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE:

Case No. 11-11723(SHL)

THIRD TORO FAMILY
LIMITED PARTNERSHIP

Debtor.

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**ORDER AUTHORIZING THE RETENTION OF
KORNFELD & ASSOCIATES, P.C.
AS ATTORNEYS FOR THE DEBTOR**

Upon the annexed application, dated May 10, 2011, for an order authorizing the debtor to employ and retain the law firm of Kornfeld & Associates, P.C. (K&A) effective as of the petition date under a general retainer as its attorney, and upon the annexed affirmation of Randy M. Kornfeld, Esq., a member of K&A, sworn to on May 10 2011, and it appearing that partners and associates of K&A are duly admitted to practice before this Court and the Court being satisfied that K&A represents no interest adverse to the Debtor, or to its estate, with respect to matters upon which it is to be engaged, that they are disinterested persons under the Bankruptcy Code Section 101(14) and that its employment is necessary and would be in the best interest of the estate, and sufficient cause appearing therefor, it is,

ORDERED, that the Debtor be and hereby is authorized to employ Kornfeld & Associates, P.C., pursuant to Section 327 (a) of the United States Bankruptcy Code, effective, nunc pro tunc, as of the petition date of April 13, 2011, under a general retainer to represent the Debtor in the within proceeding under Chapter 11 of the Bankruptcy Code.

IT IS FURTHER ORDERED, that Kornfeld & Associates, P.C. shall provide services for the Debtor which includes the following: (a) To advise applicant as to its powers and duties as Debtor; (b) To take all necessary actions to protect and preserve the estate of the Debtor; including the prosecution of actions on the Debtor's behalf; to undertake the defense of any actions commenced against the Debtor; to participate in negotiations concerning all litigation in which the Debtor is involved and in negotiations relevant to a Plan; and to object to claims filed against the estate; (c) To prepare on behalf of the Debtor all necessary applications, answers, orders, reports and papers relevant to the administration of the estate herein; and (d) To perform all other necessary legal services in connection with this Chapter 11.

IT IS FURTHER ORDERED, that Kornfeld & Associates, P.C. shall apply for compensation in accordance with Sections 330 and 331 of the United States Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the U.S. Trustee Guidelines, and any other applicable procedures or orders of the Court.

IT IS FURTHER ORDERED, that Kornfeld & Associates, P.C. shall apply remaining amounts of its prepetition retainer, if any, as a credit toward post-petition fees and expenses after such post-petition fees and expenses are approved pursuant to the first Order of the Court awarding fees and expenses to Kornfeld & Associates, P.C.

IT IS FURTHER ORDERED, that Kornfeld & Associates, P.C. shall provide notice to the Office of the United States Trustee, the creditors' committee, if any, and the Court of any changes in its hourly rates.

IT IS FURTHER ORDERED, that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2011

U.S.B.J.

NO OBJECTION:

United States Trustee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE:

Case No. 11-11723 (SHL)

THIRD TORO FAMILY
LIMITED PARTNERSHIP

APPLICATION

Debtor.

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TO THE HONORABLE BANKRUPTCY JUDGE IN THESE PROCEEDINGS:

The application of the Debtor, THIRD TORO FAMILY LIMITED PARTNERSHIP (hereinafter referred to as the “Debtor” or “Applicant”) by KORNFIELD & ASSOCIATES, P.C., attorneys for the Debtor, respectfully represents:

1. On April 13, 2011, the Debtor filed a petition with this Court for the relief afforded by Chapter 11 of the United States Bankruptcy Code (“Code”), 11 U.S.C. Sections 1101 et seq. in accordance with the provisions of 1107 and 1108 of the Code, the Debtor was authorized to continue in the possession of its properties and the operation of his business.

2. By this application, it is sought to employ Kornfeld & Associates, P.C. (“K&A”) as Debtor’s attorneys in the above-captioned Chapter 11 case under a general retainer to perform the extensive legal services required to enable the Debtor to execute faithfully its duties as Debtor. Some of the legal services K&A will be required to render are:

(a) To advise applicant as to its powers and duties as Debtor;

(b) To take all necessary actions to protect and preserve the estate of the Debtor; including the prosecution of actions on the Debtor’s behalf; to undertake the defense of any actions commenced against the Debtor; to participate in negotiations concerning all litigation in which the Debtor is involved and in negotiations relevant to a Plan; and to object to claims filed against the estate;

(c) To prepare on behalf of the Debtor all necessary applications, answers, orders, reports and papers relevant to the administration of the estate herein; and

(d) To perform all other necessary legal services in connection with this Chapter 11.

3. It is necessary and essential that the applicant employ attorneys under a general retainer to render the foregoing extensive legal services.

4. The firm of K&A has indicated a willingness to act on applicant's behalf.

5. Applicant has been informed that Randy M. Kornfeld, a member of K&A, as well as the firm's other associates who will be engaged in this Chapter 11, are admitted to or in the process of being admitted to practice before this Court.

6. Applicant has selected K&A as its attorneys because of their extensive knowledge of and experience in the areas of bankruptcy, corporate reorganization and debtors' and creditors' rights. Accordingly, applicant believes K&A is well qualified to represent it in this Chapter 11 case.

7. To the best of deponent's knowledge, K&A does not represent any interest adverse to the Debtor, its estate, its creditors or any party in interest or its attorneys.

8. No trustee or creditors' committee has been appointed.

9. No previous application for the relief sought has been made to this or any other court.

WHEREFORE, applicant requests entry of an order authorizing him to employ Kornfeld & Associates, P.C. pursuant to a general retainer to represent him in this Chapter 11 case, and for such other and further relief as this Court deems just and proper.

Dated: New York, New York
May 10, 2011

Third Toro Family
Limited Partnership

By: /s/ Helmer Toro
Helmer Toro, President
Of General Partner,
Third Toro Real Estate Corporation

KORNFELD & ASSOCIATES, P.C.
Attorneys for the Debtor

By: /s/ Randy Kornfeld
Randy M. Kornfeld (RMK 9908)
570 Lexington Avenue, 17th Floor
New York, NY 10022
(212) 759-6767

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE:

THIRD TORO FAMILY
LIMITED PARTNERSHIP

Case No. 11-11723 (SHL)

AFFIRMATION

Debtor.
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Randy M. Kornfeld, an attorney duly admitted to practice before the Courts of the Southern District of New York, hereby affirms the following under penalty of perjury:

1. I am a partner in the firm Kornfeld & Associates, P.C. ("K&A"), with offices at 570 Lexington Avenue, 17th Floor, New York, New York 10022, and am familiar with the facts and circumstances hereinafter set forth.

2. I make this affirmation in support of the Debtor's application to retain K&A as counsel.

3. Neither I nor any other partner or associate of K&A, insofar as I have been able to determine, have any connection or interest adverse to the above Debtor, its estate, creditors, or any other party in interest or their attorneys. Based on the foregoing, I believe K&A is a "disinterested person" within the meaning of Sections 101(14) and 327 of the Bankruptcy Code.

4. K&A represents no interest adverse to the Debtor or its estate in the matters upon which K&A is to be engaged.

5. K&A has received a general retainer from the Debtor for services rendered and to be rendered in connection with this Chapter 11 case at a rate of \$400 per hour for partner's time and \$300 per hour for associate's time plus all reasonable expenses.

Dated: New York, New York
May 10, 2011

/s/ Randy M. Kornfeld
Randy M. Kornfeld (RMK 9908)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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**DECLARATION PURSUANT TO RULE 2016 OF THE
BANKRUPTCY RULES AND SECTION 329 OF THE BANKRUPTCY CODE**

RANDY M. KORNFELD, a member of the firm Kornfeld & Associates, P.C., declares the following under penalty of perjury pursuant to 28 U.S.C. § 1746:

1. Kornfeld & Associates, P.C. (“K&A”), pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of Title 11, United States Code (the “Bankruptcy Code”), states that the undersigned is counsel for the above-captioned debtor and debtor-in-possession (the “Debtor”), in the above-captioned Chapter 11 case.

2. Compensation agreed to be paid by the Debtor to K&A is to be for legal services rendered in contemplation of, and in connection with, this Chapter 11 case. The Debtor has agreed to pay K&A for the legal services rendered or to be rendered by its various attorneys and paralegals in connection with this case on the Debtor’s behalf. The Debtor also has agreed to reimburse K&A for its actual and necessary expenses incurred in connection with this case.

3. Prior to filing this statement, the Debtor paid K&A a legal fee of \$3,000. A substantial portion of this amount related to services rendered and disbursements incurred in connection with the Debtor’s Chapter 11 case. The portion of this amount, if any, not applied to fees and expenses incurred pre-petition shall be held by K&A as a general retainer for post-petition fees and expenses and shall not be applied except upon further order of the Court.

4. K&A is not a creditor of the Debtor and presently holds no claims against the Debtor for services rendered pre-petition. K&A further has no connection to the Debtor, its creditors or any other party-in-interest except as described herein.

5. K&A will seek approval of payment of compensation upon K&A filing appropriate applications for allowance of interim or final compensation pursuant to Sections 330 and 331 of the Bankruptcy Code.

6. The entire filing fee in this Chapter 11 case has been paid. The services to be rendered include all those services set forth in the Debtor's Application for Authorization to Employ K&A as Attorneys for the Debtor.

7. K&A further states that it has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel and associates of K&A or (b) any compensation another person or party has received or may received.

8. The foregoing constitutes the statement of K&A pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rule 2016(b).

9. Insofar as I have been able to determine, K&A does not represent any interest adverse to the Debtor herein or its estate in the matters upon which it is to be engaged.

10. Based upon the foregoing, K&A submits that it is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b).

Dated: New York, New York
May 10, 2011

KORNFELD & ASSOCIATES, P.C.
Attorneys for the Debtor

By: /s/ Randy M. Kornfeld
Randy M. Kornfeld (RMK 9908)
570 Lexington Avenue, 17th Floor
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(212) 759-6767